UNITED STATES SECURITIES AND EXCHANGE COMMISSION RECEIVE Washington, D.C. 20549

FORM D

2005

OMB Number: 3235-0076

Expires: May 31, 2005

Estimated average burden

hours per form 16.00

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY Prefix Serial DATE RECEIVED

Name of Offering (□ cl	heck if this is an amendment a	and name has changed, ar	nd indicate	change.)		
	DS LIMITED – REDEEMA	<u> </u>				
Filing Under (Check bo	x(es) that apply):	4 ☐ Rule	505	☑ Rule 506	☐ Section 4(6)	□ ULOE
				į		
Type of Filing:	■ New Filing	☐ Amendment				
		A. BASIC IDENTIFIC	ATION D	ATA		
1. Enter the information	on requested about the issuer					
		······································				
•	ck if this is an amendment and	l name has changed, and	indicate ch	ange.)	050714	75
MVP FUND OF FUNI				<u> </u>		
Address of Executive O		and Street, City, State, Z			nber (Including Area	•
	e's Highway, P.O. Box 3463			(284) 494-1100		Digoralia
	isiness Operations (Number	and Street, City, State, Zi	ip Code)	Telephone Nun	nber (Including Area	Code Code
(if different from Execu						00001 - 8000
Brief Description of Bu					R	NOV 28 2005
Trading and Investing					<u> </u>	
Type of Business Organ			_			MOMEON
corporation		rtnership, already formed	⊠ other	(please specify):	BVI International I	Business Company
☐ business tr	ust ☐ limited pa	rtnership, to be formed				
		. Month	Yea	ur		
Actual or Estimated Da	te of Incorporation or Organia	ration: 0 3	0	4	☑ Actual	☐ Estimated
T ' 1' .' CT			لـــا.		FN	
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:						
		for Canada; FN for fore	ign jurisdic	ction)_		
GENERAL INSTRUCTI	IONS					

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CRF 230.501 et seq. or 15 U.S.C.

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Avenue, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this from. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA							
2. Enter the information requested for the following:							
• Each promoter of the issuer, if the issuer has been organized within the past five years;							
• Each beneficial owner having the power to vo				10% or more of a class of			
equity securities of the issuer;	1	,	, ,				
Each executive officer and director of corpor	rate issuers a	and of cornorate genera	l and managir	g partners of partnership			
issuers; and		v. v 8		-6 Farmers or Farmersonik			
Each general and managing partner of partners	shin issuers.						
Check Box(es) that Apply: ☐ Promoter ☐ Benefic		☐ Executive Officer	☐ Director	■ Investment Manager			
				g			
Full Name (Last name first, if individual)			 				
MVP Asset Management, LLC							
Business or Residence Address (Number and Street, Cit	tv. State, Zin	Code)					
601 Van Ness Avenue, Opera Plaza, Suite E119, San							
Check Box(es) that Apply: ☐ Promoter ☐ Benefic		☐ Executive Officer	☑ Director of	☐ General and/or			
Check Box(co) and rippi). La Fromoto: La Benefit	on owner	_ Date attitue of the state of		nager Managing Partner			
Full Name (Last name first, if individual)							
Stratford, Michael L.							
Business or Residence Address (Number and Street, Ci	ty, State, Zip	Code)	*****				
601 Van Ness Avenue, Opera Plaza, Suite E119, San							
Check Box(es) that Apply: ☐ Promoter ☐ Benefic		☐ Executive Officer	☑ Director	☐ General and/or			
				Managing Partner			
Full Name (Last name first, if individual)			· · · · · · · · · · · · · · · ·	<u>UU</u>			
Chancery Management Limited							
Business or Residence Address (Number and Street, Ci	tv. State. Zin	Code)					
3076 Sir Francis Drake's Highway, P.O. Box 3463, F			Islands				
Check Box(es) that Apply: Promoter Benefic		☐ Executive Officer	☐ Director	☐ General and/or			
				Managing Partner			
Full Name (Last name first, if individual)							
Business or Residence Address (Number and Street, Ci	tv. State, Zin	Code)					
1	,, , , l	,					
Check Box(es) that Apply: ☐ Promoter ☐ Benefic	cial Owner	☐ Executive Officer	☐ Director	☐ General and/or			
			_ 2244	Managing Partner			
Full Name (Last name first, if individual)							
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Business or Residence Address (Number and Street, Ci	tv. State. Zin	Code)	· · · · · · · · · · · · · · · · · · ·				
Dustriess of Residence Fiduces (Frances and Subsequent	cy, oute, 2.p	0000)					
Check Box(es) that Apply: ☐ Promoter ☐ Benefic	ial Owner	☐ Executive Officer	☐ Director	☐ General and/or			
Choth Bon(40) Electrophy. — I tomotor — Benefit			Director	Managing Partner			
Full Name (Last name first, if individual)		·····					
I an i talle (Sast mille 1155, II moividual)							
Business or Residence Address (Number and Street, Ci	ty State Zin	Code)	<u> </u>				
Dublicos of Residence Fluctions (Fulficer and Subseq. Cr	ty, outo, Esp	2040)					
Check Box(es) that Apply: ☐ Promoter ☐ Benefic	rial Owner	☐ Executive Officer	☐ Director	☐ General and/or			
Check Box(cs) that Apply. La Fromotor La Benefit	Jul O WHO	L'Accutive Officer	L Director	Managing Partner			
Full Name (Last name first, if individual)				Triumusmis i ai mei			
i un manie (Last name mst, it muividuai)							
Business or Residence Address (Number and Street, Ci	ty State 7in	Code)					
Duamica of Residence Address (Number and Street, Cl	iy, siaic, Lip	Code					

					В.	INFORM	IATION	ABOUT	OFFER	ung					
1.	Has the	issuer sol	d, or does	the issuer	intend to	sell, to no	n-accredit	ed investo	rs in this o	offering?	•••••			Yes	No 🗷
				ıΑ	nswer also	in Appen	dix, Colun	nn 2, if fili	ng under	ULOE.					-
2.	What is	the minin	num inves	tment that	will be a	ccepted fro	om any inc	lividual _						USD 5,000	D
3.	3. Does the offering permit joint ownership of a single unit?							GBP 3,000 Yes	No						
4.	person the	ssion or sing to be listed name of t	milar rem t is an ass he broker	uneration ociated pe or dealer.	for solicitations for solicitation or age. If more	rson who ation of pu ent of a br than five at broker o	irchasers i oker or de (5) persor	n connect caler regist is to be lis	on with secred with	ales of sec the SEC a	urities in ind/or with	the offerir h a state o	ng. If a r states,	R	
Full	Name (I	Last name	first, if in	dividual)											
Bus	iness or l	Residence	Address (Number a	ınd Street,	City, State	e, Zip Coo	le)							
Nan	ne of Ass	sociated B	roker or D	Dealer				···	<u></u>	*5,,,,,					-
State	e in Whi	ch Person	Listed Ha	s Solicited	d or Intend	ls to Solic	it Purchase	ers							
	(Check	"All State	s" or chec	k individu	ıal States)									☐ All :	States
	[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]		
Full	Name (I	Last name	first, if in	dividual)											
Bus	iness or l	Residence	Address (Number a	ind Street,	City, State	e, Zip Coo	le)			·				
Nan	ne of Ass	sociated B	roker or D	Dealer									<u>.</u> ,		
State	e in Whi	ch Person	Listed Ha	s Solicited	d or Intend	ls to Solic	it Purchase	ers		·	·				
	(Check	"All State	s" or chec	k individu	ual States)									□ All	States
	[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] (LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]		
Full	Name (I	Last name	first, if in	dividual)											
Bus	iness or	Residence	Address	(Number a	and Street,	City, Stat	e, Zip Coo	le)							
Nan	ne of Ass	sociated B	roker or D	Dealer							<u>,</u>				
Stat	e in Whi	ch Person	Listed Ha	s Solicite	d or Intend	ls to Solic	it Purchas	ers							
	(Check	"All State	s" or chec	k individu	ıal States)									□ All	States
	[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN] Use blanl	[CA] [KY] [NJ] [TX] c sheet, o	(CO) [LA] [NM] [UT] r copy an	[CT] [ME] [NY] [VT] id use add	[DE] [MD] [NC] [VA] ditional c	[DC] [MA] [ND] [WA] opies of t	[FL] [MI] [OH] [WV] his sheet,	[GA] [MN] [OK] [WI] as neces	[HI] [MS] [OR] [WY] ssary.)	[ID] [MO] [PA] [PR]		

C. OFFERING PRICE, NUMBER OR INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \square and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.				
	Type of Security		Aggregate Offering Price		Amount Already Sold
	Debt	\$	0	s	0
	Equity	s	*	\$	2,100,000
	☑ Common ☐ Preferred				
	Convertible Securities (including warrants)	s	0	\$	0
	Partnership Interests	s	0	\$	0
	Other (specify):	s	0	s	0
	Total Answer also in Appendix, Column 3, if filing Under ULOE	S	*	s	0
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings Under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."				
			Number Investors		Aggregate Dollar Amount of Purchases
	Accredited Investors		2	s	2,100,000
	Non-accredited Investors		0	s	0
	Total (for filings Under Rule 504 only)			s	
	Answer also in Appendix, Column 4 if filing under ULOE				
3.	If this filing is for an offering Under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.				
	Type of offering		Type of Security		Dollar Amount Sold
	Rule 505			s	
	Regulation A			s	
	Rule 504			. s	
	Total			s _	<u>,,,</u>

C. OFFERING PRICE, NUMBER OR INVESTORS, EXPENSES AND USE OF PROCEEDS a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees. Printing and Engraving Costs X \$ 1,000 Legal Fees. X \$ 20,000 Accounting Fees \$ 3,000 Engineering Fees Sales Commissions (Specify finder's fees separately)..... Other Expenses (identify) delivery, mailing, fax, telephone, transportation..... \$ 1,000 X Total..... \$ 25,000 × b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the Payments to amount for any purpose is not known, furnish an estimate and check the Officers, box to the left of the estimate. The total of the payments listed must Directors, & equal the adjusted gross proceeds to the issuer set forth in response to Payments to **Affiliates** Part C - Question 4.b above. Others Salaries and Fees Purchase of real estate Purchase, rental or leasing and installation of machinery and equipment..... Construction or leasing of plant buildings and facilities...... Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .. \Box \$_____ \$ _____ Repayment of indebtedness..... Working capital \boxtimes \$ All adjusted gross proceeds Other \$ _____ Column Totals \$ All adjusted gross proceeds

*No minimum or maximum amount

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) MVP FUND OF FUNDS LIMITED	Signature MVP Asset Management, LLO By:	Date October 24, 2005
Name of Signer (Print or Type) Michael L. Stratford	Title (Print or Type) Director	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001)